

UNITED STATES BANKRUPTCY COURT Southern District of New York					VOLUNTARY PETITION				
Name of Debtor (if individual, enter Last, First, Middle): Relativity Holdings LLC					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 26-3867052					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): 9242 Beverly Boulevard, Suite 300 Beverly Hills, CA <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 90210</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>				
County of Residence or of the Principal Place of Business: County of Los Angeles					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>				
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>									
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other:		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div>					
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." </div> <div> <input checked="" type="checkbox"/> Debts are primarily business debts. </div> </div>					
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.				Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (<i>amount subject to adjustment on 4/01/16 and every three years thereafter</i>). ----- Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).					
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <div><input checked="" type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>									
Estimated Assets <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input checked="" type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>									
Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input checked="" type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>									

Voluntary Petition (This page must be completed and filed in every case.)		Pg 2 of 22		Name of Debtor(s): Relativity Holdings LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)					
Location Where Filed:		Case Number:		Date Filed:	
Location Where Filed:		Case Number:		Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)					
Name of Debtor: See Annex 1 attached hereto.		Case Number:		Date Filed:	
District: Southern District of New York		Relationship: Affiliate		Judge:	
<div style="text-align: center;">Exhibit A</div> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			<div style="text-align: center;">Exhibit B</div> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
Exhibit C					
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?					
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.					
<input checked="" type="checkbox"/> No.					
Exhibit D					
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)					
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.					
If this is a joint petition:					
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.					
Information Regarding the Debtor - Venue (Check any applicable box.)					
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.					
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.					
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.					
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)					
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)					
_____ (Name of landlord that obtained judgment)					
_____ (Address of landlord)					
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and					
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.					
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).					

BI (Official Form 1) (04/13)

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Voluntary Petition (This page must be completed and filed in every case.)		Name of Debtor(s): Relativity Holdings LLC	
Signatures		Signatures	
Signature(s) of Debtor(s) (Individual/Joint)		Signature of a Foreign Representative	
<p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>		<p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
Signature of Attorney*		Signature of Non-Attorney Bankruptcy Petition Preparer	
<p>X _____ Signature of Attorney for Debtor(s) Craig A. Wolfe Printed Name of Attorney for Debtor(s) Sheppard Mullin Richter & Hampton, LLP Firm Name 30 Rockefeller Plaza New York, NY 10112 Address (212) 653-8700 Telephone Number 7/30/15 Date</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>		<p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(b), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</p>	
Signature of Debtor (Corporation/Partnership)			
<p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual Brian G. Kushner Printed Name of Authorized Individual Chief Restructuring Officer Title of Authorized Individual July 30, 2015 Date</p>			

ANNEX 1

PENDING BANKRUPTCY CASES FILED BY AFFILIATES

Each of the affiliated entities listed below (including the debtor in this chapter 11 case) has concurrently filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York. A motion has been filed with the Court requesting that the chapter 11 cases of these entities be jointly administered.

Entity Name	Taxpayer I.D. (EIN)	Jurisdiction of Organization
Relativity Fashion, LLC	46-3954571	New York
Relativity Holdings LLC	26-3867052	Delaware
Relativity Media, LLC	25-1910844	California
Relativity REAL, LLC	26-2931653	California
RML Distribution Domestic, LLC	27-3506528	California
RML Distribution International, LLC	27-3506749	California
RMLDD Financing, LLC	61-1689114	California
21 & Over Productions, LLC	27-2717796	California
3 Days to Kill Productions, LLC	45-5455747	California
A Perfect Getaway P.R., LLC	80-0149252	California
A Perfect Getaway, LLC	33-1193939	California
Armored Car Productions, LLC	46-1492750	California
Best of Me Productions, LLC	46-3731490	California
Black Or White Films, LLC	47-2086718	California
Blackbird Productions, LLC	80-0908037	California
Brant Point Productions, LLC	80-0449994	California
Brick Mansions Acquisitions, LLC	46-2403910	California
Brilliant Films, LLC	26-2620448	California
Brothers Productions, LLC	35-2309930	California
Brothers Servicing, LLC	38-3765849	California
Catfish Productions, LLC	27-2717728	California
Cine Productions, LLC	27-3008359	Louisiana
CinePost, LLC	26-4218440	California
Cisco Beach Media, LLC	80-0888621	California
Cliff Road Media, LLC	47-3227065	California
Den of Thieves Films, LLC	90-0403046	California
Don Jon Acquisitions, LLC	46-1887951	California
DR Productions, LLC	46-5767803	California
Einstein Rentals, LLC	30-0545861	California

Entity Name	Taxpayer I.D. (EIN)	Jurisdiction of Organization
English Breakfast Media, LLC	27-2972240	California
Furnace Films, LLC	45-2563558	California
Gotti Acquisitions, LLC	46-2486562	California
Great Point Productions, LLC	36-4755813	California
Guido Contini Films, LLC	26-2861031	California
Hooper Farm Music, LLC	37-1783773	California
Hooper Farm Publishing, LLC	37-1783762	California
Hummock Pond Properties, LLC	47-3629862	California
Hunter Killer La Productions, LLC	47-3241939	Louisiana
Hunter Killer Productions, LLC	45-3803130	California
In The Hat Productions, LLC	47-2593140	California
J & J Project, LLC	54-2191832	California
JGAG Acquisitions, LLC	46-2819221	California
Left Behind Acquisitions, LLC	46-2761367	California
Long Pond Media, LLC	80-0357197	California
Madaket Publishing, LLC	80-0459356	California
Madaket Road Music, LLC	80-0459352	California
Madvine RM, LLC	46-3940646	Delaware
Malavita Productions, LLC	45-5458636	California
MB Productions, LLC	47-1214477	California
Merchant of Shanghai Productions, LLC	46-3727002	California
Miacomet Media LLC	80-0867371	California
Miracle Shot Productions, LLC	46-5650015	California
Most Wonderful Time Productions, LLC	46-0830426	California
Movie Productions, LLC	01-0939860	California
One Life Acquisitions, LLC	45-5249061	California
Orange Street Media, LLC	61-1673089	California
Out Of This World Productions, LLC	47-0982322	California
Paranoia Acquisitions, LLC	45-5248747	California
Phantom Acquisitions, LLC	46-2766381	California
Pocomo Productions, LLC	80-0951069	California
Relative Motion Music, LLC	90-0488016	California
Relative Velocity Music, LLC	80-0357169	California
Relativity Development, LLC	26-3215296	California
Relativity Film Finance II, LLC	45-3709082	California
Relativity Film Finance III, LLC	45-5298893	California
Relativity Film Finance, LLC	26-3052127	Delaware
Relativity Films, LLC	36-4615464	California
Relativity Foreign, LLC	46-1178993	California
Relativity India Holdings, LLC	47-0988921	Delaware

Entity Name	Taxpayer I.D. (EIN)	Jurisdiction of Organization
Relativity Jackson, LLC	26-3766116	California
Relativity Media Distribution, LLC	26-2620264	California
Relativity Media Films, LLC	26-4061574	California
Relativity Music Group, LLC	45-2489540	California
Relativity Production LLC	20-8217891	Delaware
Relativity Rogue, LLC	26-3873333	California
Relativity Senator, LLC	45-4049044	California
Relativity Sky Land Asia Holdings, LLC	45-5099582	California
Relativity TV, LLC	46-3420227	California
Reveler Productions, LLC	47-3092191	California
RML Acquisitions I, LLC	45-1349406	California
RML Acquisitions II, LLC	45-1539810	California
RML Acquisitions III, LLC	45-2749116	California
RML Acquisitions IV, LLC	45-2994997	California
RML Acquisitions IX, LLC	46-5114410	California
RML Acquisitions V, LLC	45-5619532	California
RML Acquisitions VI, LLC	46-1269640	California
RML Acquisitions VII, LLC	46-1407747	California
RML Acquisitions VIII, LLC	46-1687459	California
RML Acquisitions X, LLC	47-1401009	California
RML Acquisitions XI, LLC	47-1622651	California
RML Acquisitions XII, LLC	47-2104226	California
RML Acquisitions XIII, LLC	47-2279614	California
RML Acquisitions XIV, LLC	47-2291910	California
RML Acquisitions XV, LLC	47-3105518	California
RML Bronze Films, LLC	47-2938636	California
RML Damascus Films, LLC	46-4236024	California
RML Desert Films, LLC	46-5024564	California
RML Documentaries, LLC	46-3687991	California
RML DR Films, LLC	46-4080022	California
RML Echo Films, LLC	46-3144656	California
RML Escobar Films LLC	46-3930123	California
RML Film Development, LLC	27-2473567	California
RML Films PR, LLC	68-0681662	Puerto Rico
RML Hector Films, LLC	46-5066054	California
RML Hillsong Films, LLC	47-3083539	California
RML IFWT Films, LLC	47-3411255	California
RML International Assets, LLC	27-4661910	California
RML Jackson, LLC	37-1581081	California
RML Kidnap Films, LLC	47-1792708	California

Entity Name	Taxpayer I.D. (EIN)	Jurisdiction of Organization
RML Lazarus Films, LLC	47-2190107	California
RML Nina Films, LLC	47-2430495	California
RML November Films, LLC	46-5079701	California
RML Oculus Films, LLC	46-3682596	California
RML Our Father Films, LLC	47-3006485	California
RML Romeo and Juliet Films, LLC	46-2869509	California
RML Scripture Films, LLC	47-2097845	California
RML Solace Films, LLC	47-2455125	California
RML Somnia Films, LLC	46-5127195	California
RML Timeless Productions, LLC	45-4541996	California
RML Turkeys Films, LLC	45-5248898	California
RML Very Good Girls Films, LLC	46-2873685	California
RML WIB Films, LLC	47-1780102	California
Rogue Digital, LLC	35-2375578	California
Rogue Games, LLC	45-3744812	California
Roguelife LLC	27-1733442	Delaware
Safe Haven Productions, LLC	45-3326550	California
Sanctum Films, LLC	27-3377736	California
Santa Claus Productions, LLC	46-2227398	California
Smith Point Productions, LLC	32-0419118	California
Snow White Productions, LLC	27-3833175	California
Spy Next Door, LLC	90-0403043	California
Story Development, LLC	46-0660677	California
Straight Wharf Productions, LLC	30-0545858	California
Strangers II, LLC	30-0566152	California
Stretch Armstrong Productions, LLC	46-0780213	California
Studio Merchandise, LLC	46-5235738	California
Summer Forever Productions, LLC	47-2719211	California
The Crow Productions, LLC	45-3326707	California
Totally Interns, LLC	46-2499980	California
Tribes of Palos Verdes Production, LLC	46-5656638	California
Tuckernuck Music, LLC	36-4758713	California
Tuckernuck Publishing, LLC	80-0913960	California
Wright Girls Films, LLC	45-5059639	California
Yuma, Inc.	42-1711669	New Mexico
Zero Point Enterprises, LLC	46-4549558	California


CERTIFICATION OF RESOLUTIONS
OF THE BOARD OF MANAGERS

The undersigned, being the person authorized by the Board of Managers (the "Board") of RELATIVITY HOLDINGS LLC, a limited liability company organized under the laws of the State of Delaware (the "Company"), to certify the resolutions of the Board attached hereto (the "Resolutions"), does hereby certify as follows:

1. I am familiar with the facts herein certified, and I am duly authorized by the Board to certify the Resolutions on behalf of the Company and the Board.
2. The attached Resolutions are a true, correct and complete copy of the Resolutions duly adopted by the Board on July 29, 2015.
3. The Resolutions have not been modified or rescinded and are in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed and caused this certificate to be delivered as of July 29, 2015.

RELATIVITY HOLDINGS LLC

By: 
Name: Gregory G. Shamo
Title: Person authorized under the attached
Resolutions to certify same.

RESOLUTIONS OF THE BOARD OF MANAGERS
OF
RELATIVITY HOLDINGS LLC

July 29, 2015

Effective as of the date above, pursuant to a special telephonic meeting on the same date, the board of managers (the "Board") of RELATIVITY HOLDINGS LLC, a limited liability company organized under the laws of the State of Delaware (the "Company"), upon a motion duly made and acting pursuant to the Company's operating agreement and the Delaware Limited Liability Company Act, took the following actions and adopted the following resolutions (the "Resolutions"):

WHEREAS, the Board has reviewed and considered the information presented by (and have consulted with) the Company's management and advisors regarding the liabilities, assets, and liquidity of the Company and each of its direct and indirect subsidiaries that are listed on Exhibit A hereto (the "Filing Subsidiaries"), the strategic alternatives available to the Company and the Filing Subsidiaries, and the impact of the foregoing on the businesses of the Company and each of the Filing Subsidiaries.

1. Commencement of Chapter 11 Case.

NOW, THEREFORE, BE IT RESOLVED, that the Company has been unable to obtain further forbearances from the secured lenders and additional financing absent the Company taking the actions contemplated herein, and absent such forbearances and financing, the Board, in its judgment, has determined that it is desirable and in the best interests of the Company, the Filing Subsidiaries, their respective creditors, employees and other stakeholders that petitions be filed by the Company and the Filing Subsidiaries seeking relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED, that the Company and the Filing Subsidiaries shall be, and each hereby are, authorized to (a) file a voluntary petition (each a "Petition" and collectively, the "Petitions") for relief under Chapter 11 of the Bankruptcy Code thereby commencing Chapter 11 bankruptcy cases (collectively, the "Chapter 11 Cases"), in the United States Bankruptcy Court for the Southern District of New York or such other court as the Authorized Person or the CRO (each as defined below) shall determine to be appropriate (the "Bankruptcy Court") and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effectuate the purpose and intent of the foregoing;

RESOLVED, that, effective as of immediately prior to the filing of the first Petition, Brian G. Kushner shall be and hereby is appointed as the Company's Chief Restructuring Officer ("CRO") and Luke S. Schaeffer shall be and hereby is appointed as the Company's Deputy Chief Restructuring Officer ("DCRO"), the CRO and DCRO each serving as officers of the Company reporting to the Board, and with the CRO reporting directly to the Board on all aspects of Chapter 11 Cases, with full power to call meetings of the Board and to establish agendas for such

meetings, and with the direction or authorization of the Board to, among other actions that would be customary for one serving in the capacity of a chief restructuring officer: (i) authorize disbursements; (ii) oversee the financial aspects of the Company and the Filing Subsidiaries, including preparing cash forecasts, financial projections, budgets, reports, bankruptcy court reporting and schedules of assets and liabilities and statements of financial affairs; (iii) negotiate the assumption and rejection of contracts, leases, licenses, and other agreements and asset dispositions, (iv) effectuate ordinary course hiring of and terminating employees and independent contractors; (v) create business plans; (vi) communicate and negotiate with current and prospective lenders and other creditors and equity holders; (vii) negotiate and effectuate asset dispositions; (viii) negotiate the terms of any settlements or Chapter 11 plans of reorganization or liquidation; (ix) authorize motions and filings in the bankruptcy court; (x) authorize the initiation of adversary proceedings in the bankruptcy court and other courts; and (xi) serve as a witness in court on behalf of the Company and the Filing Subsidiaries;

RESOLVED, that Brian G. Kushner (the “Authorized Person”) is hereby authorized and directed to (i) cause to be filed the Petition on behalf of the Company and each of the Filing Subsidiaries, (ii) execute the Petitions and the appropriate certifications and written consents and/or resolutions in support of the Petitions and the Chapter 11 Cases, and (iii) execute, acknowledge, deliver, verify, certify, and file, or cause to be filed, any required filings in the Chapter 11 Cases on behalf of the Company and each of the Filing Subsidiaries, including, without limitation, those referenced in the preceding clauses (i) and (ii); and

RESOLVED, that the Authorized Person shall be, and hereby is, authorized (and may direct Luke S. Schaeffer or other designee acting under the Authorized Person’s direction) to execute, acknowledge, deliver, verify, certify, and file, or cause to be filed in the Chapter 11 Cases, all petitions, motions, applications, declarations, affidavits, pleadings and other documents and to perform any and all further acts that are necessary or desirable in the Chapter 11 Cases.

2. Retention of Professionals and Claims and Noticing Firm.

NOW, THEREFORE, BE IT RESOLVED, that the two law firms, Sheppard Mullin Richter & Hampton LLP and Jones Day, shall be, and hereby are, retained by the Company and the Filing Subsidiaries as co-counsel to represent the Company and the Filing Subsidiaries in their Chapter 11 Cases, subject to the approval of the Bankruptcy Court, for the purpose of assisting the Company and the Filing Subsidiaries in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the rights of the Company and the Filing Subsidiaries, including filing any pleading, and in connection therewith;

RESOLVED, that FTI Consulting, Inc. (“FTI”) shall be, and hereby is, retained by the Company and the Filing Subsidiaries to serve as crisis and turnaround manager and to provide the CRO, DCRO, and additional temporary employees to the Company and the Filing Subsidiaries pursuant to the engagement letter between the Company and FTI, dated June 15, 2015, as amended on June 22, 2015 (the “FTI Amendment”);

RESOLVED, that the Company’s engagement of FTI as of and after the filing of the Company’s Petition, subject to the approval of the Bankruptcy Court, shall be governed by the engagement

letter between the Company and FTI to be dated as of July 30, 2015 (the "FTI Postpetition Engagement Letter");

RESOLVED, that Blackstone Advisory Partners L.P. ("Blackstone") shall be, and hereby is, retained by the Company and the Filing Subsidiaries to provide investment banking services to the Company and the Filing Subsidiaries pursuant to the engagement letter between the Company and Blackstone, dated July 15, 2015;

RESOLVED, that Donlin, Recano & Company, Inc. ("Donlin Recano") shall be, and hereby is, employed by the Company to provide consulting services to the Company and the Filing Subsidiaries regarding noticing, claims management and reconciliation, plan solicitation, balloting, disbursements, and any other services agreed to by the parties, pursuant to the engagement letter between the Company and Donlin Recano, executed on or about July 19, 2015; and

RESOLVED, that the Authorized Person and any other officer of the Company shall be, and hereby are, authorized and directed to execute any appropriate engagement letters and agreements and such other documents necessary to retain Donlin Recano, the professionals specifically identified in this Section 2 (the "Professionals"), and other or additional financial advisors, investment bankers, accountants, auditors, advisors, legal counsel, and other professionals not specifically identified in this Section 2 ("Other Professionals") (and amendments thereto), and to cause the Company and/or the Filing Subsidiaries to pay appropriate retainers to such firms prior to the filing of the Chapter 11 Cases or after to the extent appropriate and permitted in the Chapter 11 Cases, and to cause to be filed appropriate applications or motions seeking authority to retain and pay for the services of such firms.

3. Postpetition Financing and Use of Cash Collateral.

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Person shall be, and hereby is, authorized to execute, on behalf of the Company, that certain Debtor-in-Possession Financing Agreement, dated as of July 30, 2015, by and among Relativity Media, LLC and Each Subsidiary Thereof Identified As Borrowers on the Signature Pages Hereto, each a Debtor and Debtor-in-Possession under Chapter 11 of the Bankruptcy Code, as Borrowers, Relativity Holdings LLC, a Debtor and Debtor-in-Possession under Chapter 11 of the Bankruptcy Code, as Guarantor, the Lenders From Time to Time Party Hereto, as Lenders, and Cortland Capital Market Services LLC, as Collateral Agent and Administrative Agent.

4. Asset Sale

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Person shall be, and hereby is, authorized to commence the process of marketing and selling the assets of the Company and its Filing Subsidiaries in a process to be approved by the Bankruptcy Court, and if the Board subsequently determines that it is beneficial and appropriate, the Board may authorize the CRO to have prepared and filed, with the appropriate supporting documents, a Chapter 11 plan of reorganization for the Company and all or part of the Filing Subsidiaries.

5. Reduction in Workforce.

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Person shall be, and hereby is, authorized and directed to cause the termination of approximately 88 employees of the Company and/or certain of the Filing Subsidiaries.

6. Omnibus Resolutions.

NOW, THEREFORE, BE IT RESOLVED, that in connection with the Chapter 11 Cases, the Authorized Person shall be, and hereby is, authorized and empowered on behalf of and in the name of the Company, to negotiate, execute, deliver, and perform or cause the performance of any other notes, guarantees, security agreements, cash collateral and other agreements, consents, certificates, or instruments as such person considers necessary, appropriate, desirable or advisable to effectuate any other use of cash, borrowing or other financial arrangements approved by the Board, including but not limited to insurance premium financing, such determination to be evidenced by such execution or taking of such action;

RESOLVED, that the omission from these Resolutions of any agreement, document or other arrangement contemplated by any of the agreements, documents or instruments described in these Resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in these Resolutions shall in no manner derogate from the authority of the Authorized Person or his designee or any other officer of the Company, to take all actions necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by, and the intent and purposes of, these Resolutions;

RESOLVED, that the Authorized Person and any other officer of the Company or the Filing Subsidiaries shall be, and hereby is, authorized to take any actions and to provide any notices to any financial institutions of the Company and/or Filing Subsidiaries;

RESOLVED, that any and all actions lawfully done for and on behalf and in the name of the Company by any officer, Professionals or Other Professionals engaged by the Company in connection with the Chapter 11 Cases with respect to any transactions contemplated by these Resolutions before or after their adoption be, and they hereby are, ratified, authorized, approved, adopted and consented to in all respects for all purposes; and

RESOLVED, that the Authorized Person, Luke S. Schaeffer, Gregory G. Shamo, and any proper officer of the Company shall be, and hereby are, authorized and directed to certify and/or attest to these Resolutions, certificate of incumbency and such other documents or instruments that such persons may deem necessary or appropriate in connection with the foregoing matters; *provided, however*, that such certification and/or attestation shall not be required for any document, instrument or agreement to be valid and binding on the Company.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RELATIVITY HOLDINGS LLC,

Debtor.

Chapter 11

Case No. 15-____ (____)

(Joint Administration Requested)

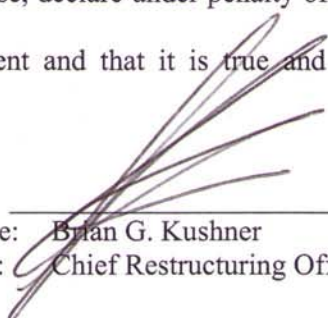
CORPORATE OWNERSHIP STATEMENT

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, Relativity Holdings LLC hereby states that Heatherden Securities LLC and YC Relativity LLC each own more than 10% of the equity interests of Relativity Holdings LLC.

Relativity Holdings LLC does not directly or indirectly own 10% or more of any other corporation's publicly traded equity interests. Relativity Holdings LLC does not own a direct interest in any general or limited partnerships or joint ventures.

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized and designated signatory for the limited liability company named as the debtor in this chapter 11 case, declare under penalty of perjury that I have read the foregoing Corporate Ownership Statement and that it is true and correct to the best of my information and belief.

By: 
Name: Brian G. Kushner
Title: Chief Restructuring Officer

Craig A. Wolfe, Esq.
Malani J. Cademartori, Esq.
Blanka K. Wolfe, Esq.
SHEPPARD MULLIN RICHTER & HAMPTON LLP
30 Rockefeller Plaza
New York, NY 10112
Tel: (212) 653-8700
Fax: (212) 653-8701

- and -

Richard L. Wynne, Esq.
Bennett L. Spiegel, Esq.
Lori Sinanyan, Esq. (*pro hac vice* pending)
JONES DAY
222 East 41st Street
New York, NY 10017
Tel: (212) 326-3939
Fax: (212) 755-7306

Proposed Co-Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RELATIVITY FASHION, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 15-____ (____)

(Joint Administration Requested)

**CONSOLIDATED LIST OF CREDITORS
HOLDING 50 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code. The following is the consolidated list of the Debtors’ creditors holding the 50 largest unsecured claims (the “**Consolidated List**”) based on the Debtors’ books and records as of approximately July 29, 2015. The Consolidated List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Relativity Fashion, LLC (4571); Relativity Holdings LLC (7052); Relativity Media, LLC (0844); Relativity REAL, LLC (1653); RML Distribution Domestic, LLC (6528); RML Distribution International, LLC (6749); RMLDD Financing, LLC (9114); 21 & Over Productions, LLC (7796); 3 Days to Kill Productions, LLC (5747); A Perfect

(2) secured creditors. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority, or amount of any claim for any reason.

Getaway P.R., LLC (9252); A Perfect Getaway, LLC (3939); Armored Car Productions, LLC (2750); Best of Me Productions, LLC (1490); Black Or White Films, LLC (6718); Blackbird Productions, LLC (8037); Brant Point Productions, LLC (9994); Brick Mansions Acquisitions, LLC (3910); Brilliant Films, LLC (0448); Brothers Productions, LLC (9930); Brothers Servicing, LLC (5849); Catfish Productions, LLC (7728); Cine Productions, LLC (8359); CinePost, LLC (8440); Cisco Beach Media, LLC (8621); Cliff Road Media, LLC (7065); Den of Thieves Films, LLC (3046); Don Jon Acquisitions, LLC (7951); DR Productions, LLC (7803); Einstein Rentals, LLC (5861); English Breakfast Media, LLC (2240); Furnace Films, LLC (3558); Gotti Acquisitions, LLC (6562); Great Point Productions, LLC (5813); Guido Contini Films, LLC (1031); Hooper Farm Music, LLC (3773); Hooper Farm Publishing, LLC (3762); Hummock Pond Properties, LLC (9862); Hunter Killer La Productions, LLC (1939); Hunter Killer Productions, LLC (3130); In The Hat Productions, LLC (3140); J & J Project, LLC (1832); JGAG Acquisitions, LLC (9221); Left Behind Acquisitions, LLC (1367); Long Pond Media, LLC (7197); Madaket Publishing, LLC (9356); Madaket Road Music, LLC (9352); Madvine RM, LLC (0646); Malavita Productions, LLC (8636); MB Productions, LLC (4477); Merchant of Shanghai Productions, LLC (7002); Miacomet Media LLC (7371); Miracle Shot Productions, LLC (0015); Most Wonderful Time Productions, LLC (0426); Movie Productions, LLC (9860); One Life Acquisitions, LLC (9061); Orange Street Media, LLC (3089); Out Of This World Productions, LLC (2322); Paranoia Acquisitions, LLC (8747); Phantom Acquisitions, LLC (6381); Pocomo Productions, LLC (1069); Relative Motion Music, LLC (8016); Relative Velocity Music, LLC (7169); Relativity Development, LLC (5296); Relativity Film Finance II, LLC (9082); Relativity Film Finance III, LLC (8893); Relativity Film Finance, LLC (2127); Relativity Films, LLC (5464); Relativity Foreign, LLC (8993); Relativity India Holdings, LLC (8921); Relativity Jackson, LLC (6116); Relativity Media Distribution, LLC (0264); Relativity Media Films, LLC (1574); Relativity Music Group, LLC (9540); Relativity Production LLC (7891); Relativity Rogue, LLC (3333); Relativity Senator, LLC (9044); Relativity Sky Land Asia Holdings, LLC (9582); Relativity TV, LLC (0227); Reveler Productions, LLC (2191); RML Acquisitions I, LLC (9406); RML Acquisitions II, LLC (9810); RML Acquisitions III, LLC (9116); RML Acquisitions IV, LLC (4997); RML Acquisitions IX, LLC (4410); RML Acquisitions V, LLC (9532); RML Acquisitions VI, LLC (9640); RML Acquisitions VII, LLC (7747); RML Acquisitions VIII, LLC (7459); RML Acquisitions X, LLC (1009); RML Acquisitions XI, LLC (2651); RML Acquisitions XII, LLC (4226); RML Acquisitions XIII, LLC (9614); RML Acquisitions XIV, LLC (1910); RML Acquisitions XV, LLC (5518); RML Bronze Films, LLC (8636); RML Damascus Films, LLC (6024); RML Desert Films, LLC (4564); RML Documentaries, LLC (7991); RML DR Films, LLC (0022); RML Echo Films, LLC (4656); RML Escobar Films LLC (0123); RML Film Development, LLC (3567); RML Films PR, LLC (1662); RML Hector Films, LLC (6054); RML Hillsong Films, LLC (3539); RML IFFT Films, LLC (1255); RML International Assets, LLC (1910); RML Jackson, LLC (1081); RML Kidnap Films, LLC (2708); RML Lazarus Films, LLC (0107); RML Nina Films, LLC (0495); RML November Films, LLC (9701); RML Oculus Films, LLC (2596); RML Our Father Films, LLC (6485); RML Romeo and Juliet Films, LLC (9509); RML Scripture Films, LLC (7845); RML Solace Films, LLC (5125); RML Somnia Films, LLC (7195); RML Timeless Productions, LLC (1996); RML Turkeys Films, LLC (8898); RML Very Good Girls Films, LLC (3685); RML WIB Films, LLC (0102); Rogue Digital, LLC (5578); Rogue Games, LLC (4812); Roguelife LLC (3442); Safe Haven Productions, LLC (6550); Sanctum Films, LLC (7736); Santa Claus Productions, LLC (7398); Smith Point Productions, LLC (9118); Snow White Productions, LLC (3175); Spy Next Door, LLC (3043); Story Development, LLC (0677); Straight Wharf Productions, LLC (5858); Strangers II, LLC (6152); Stretch Armstrong Productions, LLC (0213); Studio Merchandise, LLC (5738); Summer Forever Productions, LLC (9211); The Crow Productions, LLC (6707); Totally Interns, LLC (9980); Tribes of Palos Verdes Production, LLC (6638); Tuckernuck Music, LLC (8713); Tuckernuck Publishing, LLC (3960); Wright Girls Films, LLC (9639); Yuma, Inc. (1669); Zero Point Enterprises, LLC (9558). The location of the Debtors' corporate headquarters is: 9242 Beverly Blvd., Suite 300, Beverly Hills, CA 90210.

	(1) Name of Creditor	(2) Complete mailing address, and name and telephone number of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claims (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to set off	(5) Amount of claim (if secured, also state value of security)
1.	Carat USA	2700 Pennsylvania Ave, 2nd Floor Santa Monica, CA 90404 Fax: 310-255-1021	Trade	Disputed	36,812,731
2.	Palisades Mediagroup	1620 26th Street, #200 S Santa Monica, CA 90404 Fax: 310-828-7852	Trade		5,172,626
3.	Cinram Group, Inc.	2255 Markham Road Toronto, Ontario Canada M1B2W2 Fax: 416-298-0612	Loan		4,197,187
4.	Technicolor Digital Cinema	3401 N. Centre Lake Dr., Suite 500 Ontario, CA 91761 Fax: 909-974-2005	Trade		3,437,150
5.	Technicolor, Inc.	6040 West Sunset Boulevard Hollywood, CA 90028 Fax: 909-974-2005	Loan		3,057,047
6.	Cinedigm Digital Cinema Corp.	902 Broadway, 9 th Floor New York, NY 10010 Fax: 212-598-4898	Trade		1,949,896
7.	Left Behind Investments, L.L.C. o/b/o Ollawood Prod., LLC	1 St. Paul Street, Suite 701 St. Catharines, Ontario Canada L2R 7L4 Fax: 905-684-7946	Trade		1,809,434
8.	American Express	200 Vesey Street New York, NY 10285-3106 Fax: 212-640-0404	Business Credit Cards		1,518,450
9.	Say Media, Inc.	180 Townsend St. 1st Floor San Francisco, CA 94107 Fax: 415-979-1586	Trade		1,487,350
10.	Kasima LLC	One International Blvd, #902 Mahwah, NJ 07495 Fax: 201-252-4215	Trade		1,049,846
11.	Deluxe Advertising Services, LLC	2400 West Empire Ave., Suite 200 Burbank, CA 91504 Fax: 818-260-2125	Trade		861,750
12.	Allied Integrated Marketing	55 Cambridge Parkway, Ste. 200 Cambridge, MA 02142 Fax: 617-247-8380	Trade		766,142

	(1) Name of Creditor	(2) Complete mailing address, and name and telephone number of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claims (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to set off	(5) Amount of claim (if secured, also state value of security)
13.	Clarius BIGS	9100 Wilshire Blvd., Suite 520E Beverly Hills, CA 90212 Fax: 310-360-7033	Trade		648,942
14.	Google, Inc.	1600 Amphitheatre Pkwy. Mountain View, CA 94043 Fax: 650-963-3574	Trade		647,874
15.	Buddha Jones	910 N. Sycamore Ave. Los Angeles, CA 90038 Fax: 323-850-3321	Trade		607,988
16.	Huddled Masses, LLC	79 Madison Ave., 2nd Floor New York, NY 10016 Fax: 206-350-1704	Trade		579,398
17.	Identical Production Company, LLC	6213 Charlotte Pike, Ste. 111 Nashville, TN 37209 Fax: 615-633-4773	Trade		550,000
18.	Story Pictures, LLC	5738 Calpine Dr. Malibu, CA 90265	Trade		500,000
19.	K&L Gates LLP	925 Fourth Ave., #2900 Seattle, WA 98104 Fax: 206-623-7022	Legal Services		489,249
20.	Workshop Creative LLC	9006 Melrose Ave. West Hollywood, CA 90069 Fax: 818-566-8995	Trade		478,805
21.	Major League Gaming	3 Park Ave., Floor 32 New York, NY 10016	Trade		400,000
22.	MarketCast, LLC	1801 W. Olympic Blvd. Pasadena, CA 91199 Fax: 323-617-9537	Trade		386,000
23.	Technicolor Entertainment Services	3401 N. Centre Lake Dr., Suite 500 Ontario, CA 91761 Fax: 909-974-2005	Trade		342,214
24.	Panay Films, Inc.	2029 Century Park East, Ste. 1500 Los Angeles, CA 90067 Fax: 310-785-9035	Trade		331,005
25.	Ease Services, LP	8383 Wilshire Blvd., Suite 100 Beverly Hills, CA 90211 Fax: 310-469-7314	Trade		325,959

	(1) Name of Creditor	(2) Complete mailing address, and name and telephone number of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claims (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to set off	(5) Amount of claim (if secured, also state value of security)
26.	Screen Engine, LLC	10635 Santa Monica Blvd., Suite #125 Los Angeles, CA 90025 Fax: 310-361-8499	Trade		306,155
27.	Nielsen NRG, Inc.	6255 Sunset Blvd., 19th Floor Los Angeles, CA 90028 Fax: 201-590-6923	Trade		301,760
28.	Create Advertising Group	6022 Washington Blvd. Culver City, CA 90232 Fax: 310-280-2991	Trade		300,091
29.	Bad Beard Productions	1890 S Cochran Ave., #6 Los Angeles, CA 90019	Trade		299,907
30.	Holthouse Carlin & Van Trigt LLP	1801 W. Olympic Blvd., Pasadena, CA 91199 Fax: 626-243-5101	Accountancy & Tax Services		298,517
31.	EuropaCorp Films USA, Inc.	137 Rue du Faubourg Saint-Honoré Paris 75008 France Fax: +33-1-53-83-03-04	Trade		297,233
32.	Christie Digital Systems USA	10650 Camden Dr. Cypress, CA 90630 Fax: 714-503-3375	Trade		274,930
33.	Technicolor Creative Services USA Inc.	3401 N Centre Lake Dr, Suite 500 Ontario, CA 91761 Fax: 909-974-2005	Trade		261,415
34.	Katz Media Group	12022 Collection Center Dr. Chicago, IL 60693 Fax: 212-424-6489	Trade		251,667
35.	Fishbowl, LLC	751 Fairfax Ave. Los Angeles, CA 90046 Fax: 310-550-8080	Trade		240,575
36.	IMG Models	304 Park Ave. South, Penthouse North New York, NY 10010 Fax: 212-253-0395	Trade		240,000
37.	Atlas Digital LLC	170 S. Flower Street Burbank, CA 91502 Fax: 323-878-0020	Trade		214,691

	(1) Name of Creditor	(2) Complete mailing address, and name and telephone number of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claims (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to set off	(5) Amount of claim (if secured, also state value of security)
38.	Debmar-Mercury, LLC	225 Santa Monica Blvd., 8th Floor Santa Monica, CA 90401 Fax: 310-393-6110	Trade		212,500
39.	mOcean Pictures LLC	2440 S. Sepulveda Blvd., Suite #150 Los Angeles, CA 90064 Fax: 310-481-0807	Trade		202,663
40.	Alexander Wang, Inc.	386 Broadway New York, NY 10013 Fax: 212-532-3110	Trade		200,000
41.	National CineMedia, LLC	9110 East Nichols Avenue, Suite 200 Centennial, CO 80112 Fax: 303-792-8202	Trade		199,303
42.	Ignition Creative LLC	12959 Coral Tree Place Los Angeles, CA 90066 Fax: 310-315-6301	Trade		196,914
43.	Sony Electronics Inc.	10202 W. Washington Blvd. Culver City, CA 90232 Fax: 201-930-6065	Trade		193,595
44.	Eclipse Marketing Services	490 Headquarters Plaza North Tower, 10th Floor Morristown, NJ 07960 Fax: 973-695-0209	Trade		180,646
45.	Daniel Segal	7 Winthrop Street, PO Box 37 Essex, MA 01929-1203 Fax: 978-768-6570 c/o Lowe Law, PC 11400 Olympic Blvd., Ste. 640 Los Angeles, CA 90025 Fax: 310-477-7672	Litigation	Disputed	Unknown
46.	Patrick White	8506 1/2 S San Pedro St. Los Angeles, CA 90003	Litigation	Disputed	Unknown
47.	Bruce Talamon	3626 Mount Vernon Drive Los Angeles, CA 90008	Litigation	Disputed	Unknown
48.	Kenneth Heusey	190 Smithfield Street Pittsburgh, PA 15222	Litigation	Disputed	Unknown

	(1) Name of Creditor	(2) Complete mailing address, and name and telephone number of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claims (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to set off	(5) Amount of claim (if secured, also state value of security)
49.	Jeff Most; Jeff Most Productions, Inc.	c/o Gersh Derby, LLP 15321 Ventura Boulevard, Suite 515 Encino, California 91436 Fax: 818-981-4618	Litigation	Disputed	Unknown
50.	Michael Matthew Jarman	15234 Lakes of Delray Blvd. Delray Beach, FL 33484	Litigation	Disputed	Unknown

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized and designated signatory of the limited liability company named as the debtor in this case, declare under penalty of perjury that I have read the foregoing Consolidated List of Creditors Holding 50 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

By: _____

Name: Brian G. Kushner

Title: Chief Restructuring Officer